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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------|--|
| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | | 1. CONTRACT ID CODE 12 | | PAGE OF PAGES 1 5 | |
| 2. AMENDMENT/MODIFICATION NO. 162 | | 3. EFFECTIVE DATE September 4, 2008 | | 4. REQUISITION/PURCHASE REQ. NO. N/A | | 5. PROJECT NO. (If applicable) | |
| 6. ISSUED BY Office of Procurement George C. Marshall Space Flight Center National Aeronautics and Space Administration Marshall Space Flight Center, AL 35812 | | CODE PS31 | | 7. ADMINISTERED BY (If other than Item 6) Brenda F. Tate (256) 544-7673 Phone (256) 544-8993 Fax Brenda.F.Tate@nasa.gov | | CODE PS31-J | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) Science Applications International Corporation (SAIC) Company 6, Technology Services Company 10260 Campus Point Drive San Diego, CA 92121 c/o 6725 Odyssey Drive, Huntsville, AL 35806 | | | | (✓) | | 9A. AMENDMENT OF SOLICITATION NO. | |
| | | | | X | | 9B. DATED (SEE ITEM 11) | |
| | | | | | | 10A. MODIFICATION OF CONTRACT/ORDER NO. NNM04AA02C | |
| | | | | | | 10B. DATED (SEE ITEM 13) 1/1/04 | |
| CODE CAGE- 0T5L1 | | FACILITY CODE SAP- 103429 | | | | | |

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

[] The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers [] is extended, [] is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15 and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. **FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER.** If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)
N/A

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS,
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

| | |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (✓) | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. |
| | B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b). |
| X | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 43.103(a), the "Changes" clause, the "Limitation of Funds" clause, and Mutual Agreement |
| | D. OTHER (Specify type of modification and authority) |

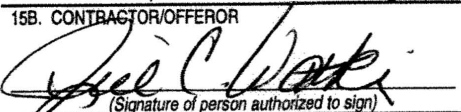
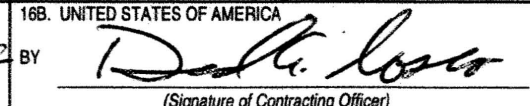
E. IMPORTANT: Contractor [] is not, [X] is required to sign this document and return 3 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

| | Negotiated Estimated Cost | Base Fee | Award Fee Earned | Potential Award Fee | Contract Value | Total Sum Allotted |
|-------------------|------------------------------|-------------|---------------------|------------------------|-------------------|-----------------------|
| Prev. Base Total | | | \$39,808,747 | | | \$963,380,157 |
| This Modification | (b)(4) | | \$0 | (b)(4) | | \$0 |
| Rev. Base Total | | | \$39,808,747 | | | \$963,380,157 |

SEE PAGE 2 FOR DESCRIPTION OF AMENDMENT/MODIFICATION

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect

| | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 15A. NAME AND TITLE OF SIGNER (Type or print) Jill C. Watkins, Senior Contracts Manager | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) David A. Iosco, Contracting Officer | |
| 15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 8/25/08 | 16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer) | 16C. DATE SIGNED September 4, 2008 |

STANDARD FORM 30 (Rev. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT
(continued)

The purposes of this modification are to: (A) extend the contract period of performance by 11 months to allow for the completion of an Information Technology (IT) infrastructure realignment study and implementation of this strategy throughout the Agency via competition of various Agency-wide contracts; (B) definitize the Contractor's proposal SAIC-P-045, Revision 1, entitled "UNITeS 11-Month Extension" dated June 5, 2008, and submitted in response to NASA/MSFC letter request for proposal PS31-J/AA02C-08-307; and SAIC-P-046 (11-month portion) entitled "UNITeS IEMP HCIE Portal and Dashboard Tools Support", dated May 30, 2008, and submitted in response to NASA/MSFC letter request for proposal PS31-J/AA02C-08-315 dated May 14, 2008. Accordingly, NNM04AA02C is modified as follows:

- A. Under Section B, Clause B.2, Estimated Cost and Award Fee, Part (a), is revised to reflect the addition of (b)(4) in value associated with the 11- Month Extension (CLIN 007). This value will be further allocated between one 6-month performance evaluation period (January 1, 2009 to June 30, 2009), and one 5-month performance evaluation period (July 1, 2009 to November 30, 2009).
- B. Under Section B, Clause B.2, Estimated Cost and Award Fee, the total potential Estimated Cost is increased by (b)(4) (from (b)(4)) for the total contract as reflected in paragraph (a). The total Potential Award Fee is increased by (b)(4). The 11-Month Extension is reflected as CLIN 007 in paragraph (a). These amounts are based on the following breakouts:

SAIC-P-045, Revision 1

Paragraph (a)

| | <u>Estimated Cost</u> | <u>Potential Award Fee</u> |
|---------------------|---------------------------|--------------------------------|
| 01/01/09 - 6/30/09 | (b)(4) | |
| 07/01/09 - 11/30/09 | | |
| TOTAL | | |

SAIC-P-046 (11-Month Portion)

| | <u>Estimated Cost</u> | <u>Potential Award Fee</u> |
|---------------------|---------------------------|--------------------------------|
| 01/01/09 - 6/30/09 | | (b)(4) |
| 07/01/09 - 11/30/09 | | |
| TOTAL | | |

| | <u>Estimated Cost</u> | <u>Potential Award Fee</u> |
|----------------|---------------------------|--------------------------------|
| TOTAL CLIN 007 | | (b)(4) |

The proposal listed above was previously definitized via bilateral contract Modification No. 155 dated June 30, 2008, and was submitted to include costs through December 31, 2008, as well as costs for the period January 1, 2009 through November 30, 2009. At the time of definitization, contractual authority for this additional period did not exist. It was therefore agreed by both parties that costs associated with the 11-Month period would subsequently be negotiated as part of the pending contract period of performance extension modification.

- C. Under Section B, Clause B.3, Award Fee for Service Contracts, paragraph (i) is revised to reflect the adjusted Potential Award Fee pools for the periods affected by this definitization modification.
- D. Under Section B, Clause B.5, Premium for Scheduled Overtime, is revised to reflect the Overtime Premium for January 1, 2009 through November 30, 2009 in the amount of (b)(4)
- E. Clause F.2, Period of performance, Part (a), is revised to reflect the extension of the period of performance through November 30, 2009.
- F. Pursuant to FAR 52.222-41, Service Contract Act of 1965 – As Amended, requests for determination of minimum wages will be submitted to the Department of Labor for the period January 1, 2009, through November 30, 2009. Prior to start of this period, such determinations will be incorporated by contract modification.
- G. On the Standard Form 26, Award/Contract, Block 15G, the total contract value is increased by \$214,470,324 (from \$966,661,803 to \$1,181,132,127) in recognition of the actions taken in (A) above.

- H. Attachment J-7, Small Business Subcontracting Plan, is amended to include the subcontracting plan supplement required by definitization of the referenced proposals for "UNITeS 11-Month Extension" and "UNITeS IEMP HCIE Portal and Dashboard Tools Support (11-Month Portion)". It is noted that the definitized amount exceeds \$550,000 and adjusts the associated subcontract amounts. This plan is not numbered but is incorporated as part of Attachment J-7. Future subcontracting plan supplements will also be incorporated as part of this attachment. It is noted that the cumulative contract value associated with this plan supplement, and future plan supplements, will include contract value increases that fell below the threshold requiring submission of a small business subcontracting plan supplement, if applicable. Therefore, the cumulative value page of each supplement will also reflect definitization of these proposals.
- I. The modification(s) made above are reflected in total on the change page(s) enclosed herewith. In order to reflect the change(s) made, the page(s) listed below are hereby deleted from, or added to, NM04AA02C. Either bolded text or a vertical change bar included in the right margin indicates the specific area(s) of change.

Page(s) Deleted

B-2 (Mod. 160)
B-3 (Mod. 160)
B-5 (Mod. 160)
B-8 (Mod. 161)
F-1 (Mod. 117)

Page(s) Added

B-2 (Mod. 162)
B-3 (Mod. 162)
B-5 (Mod. 162)
B-8 (Mod. 162)
F-1 (Mod. 162)
J-7, Supplement 26 (Mod. 162)

- J. In recognition of the modification(s) agreed to herein as complete equitable adjustments for the Contractor's "proposal(s) for adjustment" listed below, the Contractor hereby releases the Government from any and all liability under this contract for further equitable adjustment(s) attributable to such facts or circumstances giving rise to the "proposal(s) for adjustment."

Contract
Change Identification
Modification No. 162

Contractor
Proposal Number

NASA/MSFC
Letter Request for Proposal
PS31-J/AA02C-08-307
dated March 21, 2008

SAIC proposal
SAIC-P-045, Revision 1
dated June 5, 2008
and submitted via SAIC letter
SAIC-08-099 dated
June 5, 2008

NASA/MSFC
Letter Request for Proposal
PS31-J/AA02C-08-315
dated May 14, 2008

SAIC proposal
SAIC-P-046
dated May 30, 2008
and submitted via SAIC letter
SAIC-08-094 dated
May 30, 2008

- K. All other terms and conditions of contract NNM04AA02C remain unchanged.

B.2 ESTIMATED COST AND AWARD FEE

(a) The estimated cost and contract fees are as follows:

| Contract Year | Period Covered | Estimated Cost | Base Fee | Earned Award Fee | Potential Award Fee |
|--------------------------|-------------------|----------------|----------|------------------|---------------------|
| Base Year 1 | 1/1/04-6/30/04 | (b)(4) | (b)(4) | \$2,696,331 | (b)(4) |
| Base Year 1 | 7/1/04 - 12/31/04 | | | \$4,851,221 | |
| Base Year 2 | 1/1/05-6/30/05 | | | \$4,910,402 | |
| Base Year 2 | 7/1/05 - 12/31/05 | | | \$5,162,909 | |
| Base Year 3 | 1/1/06-6/30/06 | | | \$5,301,669 | |
| Base Year 3 | 7/1/06 - 12/31/06 | | | \$5,385,246 | |
| TOTAL Base | | | | \$28,307,778 | |
| Option Year 1 | 1/1/07-6/30/07 | | | \$5,659,411 | |
| Option Year 1 | 7/1/07 - 12/31/07 | | | \$5,841,558 | |
| TOTAL Opt. 1 | | | | | |
| Option Year 2 | 1/1/08-6/30/08 | | | | |
| Option Year 2 | 7/1/08 - 12/31/08 | | | | |
| TOTAL Opt. 2 | | | | | |
| 11-Month Extension | 1/1/09 - 6/30/09 | | | | |
| 11-Month Extension | 7/1/09 - 11/30/09 | | | | |
| Total 11-Month Extension | | | | | |
| TOTAL | | | | \$39,808,747 | |

* AF denotes Award Fee
 ** SF denotes Subjective Fee
 ***OF denotes Objective Fee

(b) The estimated cost and award fees applicable to the base period and each option period are as follows:

| CLIN | Oty. | Unit | Estimated Cost | Award Fee |
|--------------------------------------------------------------|------|------|-------------------------|-----------------------|
| BASIC PERIOD (January 1, 2004 thru December 31, 2006) | | | | |
| 001**** | 1 | Job | (b)(4) | |
| | | | <u>Estimated Amount</u> | <u>Maximum Amount</u> |
| 002 | 1 | ID/R | \$0 | \$1,500,000 |

****The total of Estimated Cost, Earned Award Fee, and Potential Award Fee associated with CLIN 001 shall not be exceeded unless revised by bilateral contract modification.

| CLIN | Qty. | Unit | Estimated Cost | Award Fee |
|-----------------------------------------------------------------------------|------|------|-----------------------------|---------------------------|
| <u>OPTION PERIOD 1 (Jan. 1, 2007 thru Dec. 31, 2007) (Exercised)</u> | | | | |
| 003 | 1 | Job | (b)(4) | |
| | | | <u>Estimated Amount</u> | <u>Maximum Amount</u> |
| 004 | 1 | ID/R | \$0 | \$500,000 (Exercised) |

| CLIN | Qty. | Unit | Estimated Cost | Award Fee |
|-----------------------------------------------------------------------------|------|------|-----------------------------|---------------------------|
| <u>OPTION PERIOD 2 (Jan. 1, 2008 thru Dec. 31, 2008) (Exercised)</u> | | | | |
| 005* | 1 | Job | (b)(4) | |
| | | | <u>Estimated Amount</u> | <u>Maximum Amount</u> |
| 006*/** | 1 | ID/R | \$0 | \$500,000 (Exercised) |

* No costs against CLINS 005 and 006 shall be expended prior to 1/1/08.
 **The actual value of CLIN 006 will be the summation of individual task orders issued pursuant to this clause and clauses B.7 and B.8. A reconciliation modification will be issued as required to reflect the current task order summation value in Clause B.2.

| CLIN | Qty. | Unit | Estimated Cost | Award Fee |
|--------------------------------------------------------------------|------|------|-------------------|--------------|
| <u>11-Month Extension (Jan. 1, 2009 thru Nov. 30, 2009)</u> | | | | |

| | | | | |
|------|---|-----|--------|--|
| 007* | 1 | Job | (b)(4) | |
|------|---|-----|--------|--|

* No costs against CLIN 007 shall be expended prior to 1/1/09.
 (End of clause)

B.3 AWARD FEE FOR SERVICE CONTRACTS

(a) The contractor can earn award fee from a minimum of zero dollars to the maximum stated in **Clause B.2, "ESTIMATED COST AND AWARD FEE"** in this contract.

(b) Beginning 6 months after the effective date of this contract, the Government shall evaluate the Contractor's performance every 6 months to determine the amount of award fee earned by the contractor during the period. The Contractor may submit a self-evaluation of performance for each evaluation period under consideration. These self-evaluations will be considered by the Government in its evaluation. The Government's Fee Determination Official (FDO) will determine the award fee amounts based on the Contractor's performance in accordance with **ATTACHMENT J-5, UNITEs CPAF EVALUATION PLAN**. The plan may be revised unilaterally by the Government prior to the beginning of any rating period to redirect emphasis. Performance evaluation for PWS sections 3.0 and 5.0 will be evaluated against the standards delineated in **ATTACHMENT J-4, PERFORMANCE MEASUREMENT STANDARDS**. Any changes to this ATTACHMENT will be made by bilateral contract modification.

(c) The Government will advise the Contractor in writing of the evaluation results. The NASA/MSFC Financial Management Office, RS23 will make payment based on issuance of a unilateral modification by the Contracting Officer.

(d) The amount of award fee which can be awarded in each evaluation period is limited to the amounts set forth

(i) The amount of award fee which has been awarded pursuant to this clause, the potential award fee available for the period, and the period to which said fee applies is set forth below:

| Contract Year | Period Covered | Base Fee | Earned Award Fee | Potential Award Fee |
|--------------------|-------------------|----------|------------------|---------------------|
| Base Year 1 | 1/1/04- 3/30/04 | (b)(4) | \$270,275 | (b)(4) |
| | 3/31/04- 6/30/04 | | \$2,426,056 | |
| Base Year 1 | 7/1/04 - 12/31/04 | | \$4,851,221 | |
| Base Year 2 | 1/1/05-6/30/05 | | \$4,910,402 | |
| Base Year 2 | 7/1/05 - 12/31/05 | | \$5,162,909 | |
| Base Year 3 | 1/1/06-6/30/06 | | \$5,301,669 | |
| Base Year 3 | 7/1/06 - 12/31/06 | | \$5,385,246 | |
| Option Year 1 | 1/1/07-6/30/07 | | \$5,659,411 | |
| Option Year 1 | 7/1/07 - 12/31/07 | | \$5,841,558 | |
| Option Year 2 | 1/1/08-6/30/08 | | | |
| Option Year 2 | 7/1/08 - 12/31/08 | | | |
| 11-Month Extension | 1/1/09 - 6/30/09 | | | |
| 11-Month Extension | 7/1/09 - 11/30/09 | | | |

* AF denotes Award Fee ** SF denotes Subjective Fee

***OF denotes Objective Fee

(End of Clause)

B.4 ALLOWABLE ITEMS OF COST (MSFC 52.242-90) (FEB 2001)

(a) In accordance with advance agreement between the Government and the Contractor for this contract, allowable costs for the items listed below are subject to the ceilings shown:

Ceilings on General And Administrative Costs-

| <u>Period</u> | <u>Rate</u> |
|-------------------|-------------|
| 1/1/04 - 12/31/04 | (b)(4) |
| 1/1/05 - 12/31/05 | |
| 1/1/06 - 12/31/06 | |
| 1/1/07 - 12/31/07 | |
| 1/1/08 - 12/31/08 | |
| 1/1/09 - 11/30/09 | |

B.5 PREMIUM FOR SCHEDULED OVERTIME (MSFC--52.222-90) (FEB 2001)

Pursuant to the clause entitled "Payment for Overtime Premiums," the amount of overtime premium authorized shall not exceed the amount specified below for the indicated period.

| <u>Period</u> | <u>Amount</u> |
|--------------------|---------------|
| 1/1/04 to 12/31/04 | (b)(4) |
| 1/1/05 to 12/31/05 | |
| 1/1/06 to 12/31/06 | |
| 1/1/07 to 12/31/07 | |
| 1/1/08 to 12/31/08 | |
| 1/1/09 to 11/30/09 | |

(End of clause)

B.6 CONTRACT FUNDING (1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this contract is

(b)(4) This allotment is for performance in all areas and covers the following estimated period of performance: contract award through December 30, 2008.

(b) An additional amount of (b)(4) is obligated under this contract for payment of fees.

(c) Recapitulation of funding is as follows:

| | <u>Previous</u> | <u>This Action</u> | <u>Total</u> |
|------------------------|---------------------|--------------------|---------------------|
| Estimated Cost | (b)(4) | | |
| Base Fee | | | |
| Provisional Award | | | |
| Fee (Funded at (b)(4)) | | | |
| Award Fee Earned | <u>\$39,808,747</u> | <u>\$0</u> | <u>\$39,808,747</u> |
| Total Sum Allotted | \$958,002,958 | \$5,377,199 | \$963,380,157 |

(End of clause)

B.7 INDEFINITE DELIVERY/REQUIREMENTS

(a) The completion effort (definite quantity) of this contract is considered to be those services negotiated for the estimated cost and fees for the basic contract period and each priced option period. Work that cannot be sufficiently identified, predetermined, or quantified is identified as Requirements work.

(b) Requirements work is specified as that effort that exceeds the performance bands specified in PWS sections 5.1, MSFC Applications and Web Services, and 3.9.4 and 5.10.4, Maintenance.

SECTION F

DELIVERIES OR PERFORMANCE

F.1 LISTING OF CLAUSES INCORPORATED BY REFERENCE

NOTICE: The following clauses are hereby incorporated by reference:

52.242-15 Stop-Work Order (Aug 1989) -- Alternate I
(Apr 1984)
52.247-65 F.o.b. Origin, Prepaid Freight -- Small
Package Shipments (Jan 1991)
52.247-29 F.o.b. Origin (Jun 1998)

(End of clause)

F.2 PERIOD OF PERFORMANCE

(a) The period of performance of this contract shall be January 1, 2004 through December 31, 2006. The period of performance for Option Period 1 shall be January 1, 2007 through December 31, 2007. The period of performance for Option Period 2 shall be January 1, 2008 through December 31, 2008. The period of performance for the 11-Month Extension shall be January 1, 2009 through November 30, 2009.

(b) In the event the Government elects to exercise its option(s) pursuant to the terms of this contract, the period of performance for each option shall be as set forth below:

| <u>Option Period</u> | <u>Period of Performance</u> |
|----------------------|--------------------------------|
| <u>No.</u> | |
| 1 | 1/1/07 to 12/31/07 (Exercised) |
| 2 | 1/1/08 to 12/31/08 (Exercised) |

(End of clause)

F.3 PLACE OF PERFORMANCE (MSFC--52.237-91) (FEB 2001)

The contractor shall perform the work under this contract at Marshall Space Flight Center, Alabama; NASA Headquarters, Washington, D.C.; Glenn Research Center, Ohio; Kennedy Space Center, Florida; Johnson Space Center, Texas; Ames Research Center, California; Goddard Space Flight Center, Maryland; Stennis Space Center, Mississippi; Dryden Flight Research Center, California; Langley Research Center, Virginia; Jet Propulsion Laboratory, California; Independent Validation and Verification Facility, West Virginia; Wallops Flight Facility, Maryland; Michoud Assembly Facility, Louisiana; White Sands Test Facility, New Mexico; Moscow, Russia; and at such other locations as may be approved in writing by the Contracting Officer.

(End of clause)

Pages 11 through 15 redacted for the following reasons:

(b)(4)